

HIGHLY CONFIDENTIAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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VIACOM INTERNATIONAL, INC., COMEDY
PARTNERS, COUNTRY MUSIC
TELEVISION, INC., PARAMOUNT
PICTURES CORPORATION, and BLACK
ENTERTAINMENT TELEVISION, LLC,

Plaintiffs,

vs.

No. 07-CV-2203

YOUTUBE, INC., YOUTUBE, LLC,
and GOOGLE, INC.,

Defendants.

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THE FOOTBALL ASSOCIATION PREMIER
LEAGUE LIMITED, BOURNE CO., et al.,
on behalf of themselves and
all others similarly situated,

Plaintiffs,

vs.

No. 07-CV-3582

YOUTUBE, INC., YOUTUBE, LLC,
and GOOGLE, INC.,

Defendants.

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HIGHLY CONFIDENTIAL
VIDEOTAPED DEPOSITION OF GIDEON YU
MENLO PARK, CALIFORNIA
FRIDAY, AUGUST 14, 2009

JOB NO. 17485

1 HIGHLY CONFIDENTIAL - GIDEON YU

2 AUGUST 14, 2009

3 9:16 A.M.

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5 HIGHLY CONFIDENTIAL VIDEOTAPED

6 DEPOSITION OF GIDEON YU, at PERKINS COIE, 101

7 Jefferson Drive, Suite 2000, Menlo Park,

8 California, pursuant to notice, before me,

9 KATHERINE E. LAUSTER, CLR, CRR, RPR, CSR License

10 No. 1894.

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DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

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25 Also Present: LOU MEADOWS, Videographer

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12:35:32 2 A. Who -- I would repeat the question. Who
12:35:35 3 is "they" in that case?

12:35:37 4 Q. The Google side in the negotiations to
12:35:40 5 you -- did they explain to you why they wanted a --
12:35:43 6 a litigation reserve and escrow for copyright
12:35:48 7 infringement lawsuits?

12:35:49 8 A. Only that it was part of the package that
12:35:52 9 they -- that they proposed as well as the
12:35:56 10 acquisition. And that, you know, if I were to -- as
12:35:59 11 I said before, I -- the -- the only response that I
12:36:02 12 recall getting was something that seemed just to
12:36:05 13 restate why I asked them, which is that they want to
12:36:08 14 have protection in case of certain things happening,
12:36:11 15 representations, warranties, these kind of things.

12:36:14 16 Q. Did you negotiate with them -- with "them"
12:36:16 17 being the Google side of the negotiations -- over
12:36:20 18 the size of the escrow vis-a-vis the overall merger
12:36:26 19 consideration?

12:36:26 20 MR. WILLEN: Objection to the form.

12:36:30 21 THE WITNESS: I negotiated the overall
12:36:35 22 size of the escrow with -- with Google in the sense
12:36:40 23 that, you know -- and again, as is typical in any
12:36:44 24 kind of M&A con- -- or most M&A contexts, the
12:36:49 25 acquirer would want to have a larger escrow; the

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12:36:51 2 seller would want to have a smaller escrow. So I
12:36:55 3 was pushing for a smaller escrow.

12:37:07 4 BY MR. WILKENS:

12:37:07 5 Q. Besides talking with David Drummond, who I
12:37:11 6 think you mentioned earlier that you had --

12:37:14 7 A. Yes.

12:37:14 8 Q. -- discussions with, who -- did you have
12:37:17 9 conversations with anybody else at Google during
12:37:20 10 these negotiations over the terms of the
12:37:25 11 Google/YouTube merger?

12:37:28 12 A. Can you give me a rough -- rough time
12:37:29 13 period that -- that I can answer that question on?

12:37:32 14 Q. Between September 25th, 2006, and
12:37:35 15 October 9th, 2006.

12:37:37 16 A. So I don't recall specifically
12:37:38 17 conversation dates, but the -- on the Google side,
12:37:47 18 you know, during the course of these discussions on
12:37:50 19 or around this date, I would have spoken with Matt
12:37:54 20 Sucherman, and before signing the agreement, I
12:38:00 21 briefly spoke with Eric Schmidt.

12:38:07 22 Q. And do you recall what you spoke to Eric
12:38:09 23 Schmidt about before the agreement was signed?

12:38:13 24 A. I don't recall specifically. The --
12:38:15 25 the -- we were talking just generally about, you

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